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Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

2011

Department of the Treasury
Internal Revenue Service

For calendar year 2011 or other tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

Open to Public Inspection for
501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section
 501(c)(3) 408(e) 220(e)
 408A 530(a)
 529(a)

C Book value of all assets at end of year
1,798,561.

D Employer identification number (Employers' trust, see instructions)
20-4008923

E Unrelated business activity codes (See instructions)
900000

Name of organization (Check box if name changed and see instructions.)
CARTER FAMILY FOUNDATION

Number, street, and room or suite no. If a P.O. box, see instructions.
1777 BOTELHO DRIVE, NO. 300

City or town, state, and ZIP code
WALNUT CREEK, CA 94596

F Group exemption number (See instructions.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. **SEE STATEMENT 11**

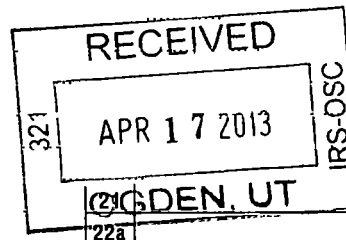
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **ARMANINO MCKENNA, LLP** Telephone number **925-790-2600**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales				
b Less returns and allowances	c Balance			
2 Cost of goods sold (Schedule A, line 7)				
3 Gross profit. Subtract line 2 from line 1c				
4a Capital gain net income (attach Schedule D)				
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)				
c Capital loss deduction for trusts				
5 Income (loss) from partnerships and S corporations (attach statement)		1,108.	STMT 12	1,108.
6 Rent income (Schedule C)				
7 Unrelated debt-financed income (Schedule E)				
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)				
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)				
10 Exploited exempt activity income (Schedule I)				
11 Advertising income (Schedule J)				
12 Other income (See instructions; attach schedule.)				
13 Total. Combine lines 3 through 12		1,108.		1,108.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	0.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	1,108.
31 Net operating loss deduction (limited to the amount on line 30)	31	1,108.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	0.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	0.



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Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
 Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____
c Income tax on the amount on line 34 ▶ 35c 0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) ▶ 36
37 Proxy tax. See instructions ▶ 37
38 Alternative minimum tax ▶ 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies ▶ 39 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39 41 0.
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) 42
43 Total tax. Add lines 41 and 42 43 0.
44a Payments: A 2010 overpayment credited to 2011 44a
b 2011 estimated tax payments 44b
c Tax deposited with Form 8868 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: Form 2439 Form 4136 Other _____ Total ▶ 44g
45 Total payments. Add lines 44a through 44g 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed ▶ 47 0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid ▶ 48 0.
49 Enter the amount of line 48 you want: **Credited to 2012 estimated tax** **Refunded** ▶ 49

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶ Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file ▶ X
3 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ X

Schedule A - Cost of Goods Sold. Enter method of inventory valuation ▶ N/A

<p>1 Inventory at beginning of year 1</p> <p>2 Purchases 2</p> <p>3 Cost of labor 3</p> <p>4a Additional section 263A costs 4a</p> <p>b Other costs (attach schedule) 4b</p> <p>5 Total. Add lines 1 through 4b 5</p>	<p>6 Inventory at end of year 6</p> <p>7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7</p> <p>8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No</p>
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer *[Signature]* Date *3/24/13* Title **DIRECTOR**

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print/Type preparer's name GARY PITCHFORD	Preparer's signature <i>[Signature]</i>	Date <i>3/24/13</i>	Check <input type="checkbox"/> if self-employed	PTIN P00334097
Firm's name ▶ ARMANINO LLP			Firm's EIN ▶ 94-6214841	
Firm's address ▶ 12667 ALCOSTA BOULEVARD, SUITE 500 SAN RAMON, CA 94583-4427			Phone no. 925-790-2600	

Carter Family Foundation
For the year ended June 30, 2012
Net Operating Loss Deduction - Form 990-T, Part I, Line 31

FEIN 20-4008923

<u>Tax Year</u>	<u>Loss Sustained</u>	<u>Loss Previously Applied</u>	<u>Loss Remaining</u>	<u>Available This Year</u>
6/30/2011	(1,188)	-	(1,188)	(1,188)
6/30/2012	-	(1,108)	1,108	1,108
	Total NOL Carryover to 2012		<u>(80)</u>	<u>(80)</u>

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT 11
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THE ORGANIZATION IS A PASSIVE INVESTOR IN VARIOUS PARTNERSHIPS WHICH REPORT THE AMOUNT OF PASS-THROUGH INCOME THAT IS SUBJECT TO UNRELATED BUSINESS INCOME TAX.

TO FORM 990-T, PAGE 1

FORM 990-T	INCOME (LOSS) FROM PARTNERSHIPS	STATEMENT 12
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DESCRIPTION	AMOUNT
PASS THROUGH INCOME FROM PARTNERSHIPS	1,656.
PASS THROUGH DEDUCTIONS FROM PARTNERSHIPS	-548.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	1,108.
